

BY-LAWS
OF
BURKESHIRE HOMEOWNERS ASSOCIATION, INC.,
A NON-PROFIT CORPORATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is BURKESHIRE HOMEOWNERS ASSOCIATION, INC. The principal office of the corporation shall be located at 5005 Riverway, Suite 160, Houston, Texas 77056, but meetings of members and directors may be held at such places within the State of Texas as may be designated by the Board of Directors. The principal office may be changed by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to BURKESHIRE HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 3. "Declarant" shall mean and refer to DHK Investments, Ltd., a Texas limited partnership, its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the subdivision and recorded on August 30, 2000, in the office of the County Clerk of Harris County, Texas, under County Clerk's File No. U595232, Film Code No. 534-37-0095, et seq., as amended and recorded on November 22, 2000, in the office of the County Clerk of Harris County, Texas, under County Clerk's File No. U747828, Film Code No. 535-92-0972, et seq.

Section 5. "Lot" shall mean and refer to any plot of land shown on the recorded subdivision plat with the exception of the Common Area.

Section 6. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the subdivision, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

Section 8. "Subdivision" shall mean and refer to that certain tract of real property described in the Declaration, and such additions thereto as may be brought within the jurisdiction of the Association pursuant to the provisions of the Declaration.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of members shall be held within four (4) years from the date of incorporation of the Association, October 31, 2000, or not later than thirty (30) days after eighty percent (80%) of the Lots have been sold, improved and occupied, whichever first occurs. Subsequent annual meetings of members shall be held on the same day of the same month of each year thereafter at the hour of 7:00 o'clock p.m. If the day for the annual meeting of members is a legal holiday, the meeting will be held at the same hour on the next following day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of members may be called at any time by the President or by the Board of Directors, or on written request of members who are entitled to vote one-fourth of all votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of members shall be given by, or to the direction of, the secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10)

but not more than fifty (50) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of receiving notice. Such notice shall specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast a majority of the votes of each class of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, the articles of incorporation, of these by-laws. If a quorum is not present at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by him of his Lot.

ARTICLE IV

BOARD OF DIRECTORS

Term of Office, First Election, Removal

Section 1. Number. The affairs of the Association shall be managed by a Board of three (3) Directors, who except for the initial appointed Board, shall be members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years; at each annual meeting thereafter, the members shall elect one Director for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining

members of the board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V

BOARD OF DIRECTORS-NOMINATION AND ELECTION

Section 1. Nomination. Nomination for election to the Board of Directors shall be by nominating committee. However, nominations may also be made from the floor at any annual meeting of members. The nominating committee shall consist of a chairman who shall be a member of the Board of Directors, and one or more members of the Association. The Committee shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event shall it nominate less than the number of vacancies to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Persons receiving the largest number of votes must give written notice of such intention to the secretary of the Association on or before the day preceding the election at which such member intends to cumulate his votes.

ARTICLE VI

BOARD OF DIRECTORS-MEETINGS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. In the event the regular date for a meeting falls on a

legal holiday, such meeting shall be held at the same time on the next following day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days' notice to each Director.

Section 3. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of Directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the Board.

ARTICLE VII

BOARD OF DIRECTORS-POWERS AND DUTIES

Section 1. Powers. The Board of Directors shall have power to:

a) Adopt and publish rules and regulations governing the use of the common areas and facilities including the personal conduct of the members and their guests thereon; and to establish penalties for infractions of such rules and regulations;

b) Suspend the voting rights and right to use of the recreational facilities of any member during any period in which such member is in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for infraction of published rules and regulations;

c) Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the membership by the Declaration, articles of incorporation, or by other provisions of these by-laws;

d) Declare the office of a member of the Board of Directors to be vacant in the event that such member is absent from three consecutive regular meetings of the Board of Directors; and

e) Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at each annual meeting, or at any special meeting at which such a statement is requested in writing by one-fourth of the Class A members entitled to vote thereat;

b) Supervise all officers, agents, and employees of the Association and see to it that their duties are properly performed;

c) As more fully provided in the Declaration, to:

1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

2) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date, or to bring an action at law against the owner personally obligated to pay the same.

d) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The board may impose a reasonable charge for the issuance of these certificates;

e) Procure and maintain adequate maintenance bonds and/or liability and hazard insurance on all property owned by the Association;

- f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- g) Cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall be a president, who shall at all times be a member of the Board of Directors, and a secretary, treasurer, and such other officers as the board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of members.

Section 3. Term. The officers of the Association shall be elected annually by the board. Each shall hold office for a term of one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs in the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the board may, from time to time, determine.

Section 5. Resignation and removal. Any officer may be removed from office by the board at any time with or without cause. Any officer may resign at any time by giving written notice to the board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment of the board. The officer appointed to such vacancy shall serve for the unexpired term of the officer he replaces.

Section 7. Multiple offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds, and other instruments, and shall co-sign all checks and promissory notes.

b) Vice President. The Vice President shall act in the place of the President in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the board.

c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; keep the corporate seal of the Association and affix it to all papers so requiring; serve notice of meetings of the board and of members; keep appropriate current records showing the members of the Association together with their addresses; and perform such other duties as may be required by the board or by-law.

d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on which shall be given at the regular annual meeting of members.

ARTICLE IX

COMMITTEES

The Association may appoint an architectural committee to insure compliance with Article II of the Declaration, and a nominating committee as provided in Article V of these By-laws. In addition, the Board of Directors may appoint such other committees as it may deem appropriate in the performance of its duties.

ARTICLE X

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien on the property against which such assessments are made. Any assessments which are not paid when due are considered delinquent. If an assessment is not paid within thirty (30) days after the due date, the assessment bears interest from the date of delinquency at the rate as determined by the board as set out in the Declaration, and the Association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against his property. Interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XI

BOOKS AND RECORDS; INSPECTION

The books, records, and papers of the Association shall be subject to inspection by any member during ordinary business hours. The Declaration, articles of incorporation, and by-laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies shall be made available for sale at a reasonable price.

ARTICLE XII

CORPORATE SEAL

The Association may have a seal in circular form having within its circumference the words: BURKESHIRE HOMEOWNERS ASSOCIATION, INC.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Association shall be the calendar year, except that the first fiscal period shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

ARTICLE XIV

AMENDMENTS

These By-Laws may be amended, at a regular or special meeting of members, by vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XV

CONFLICTS

In the case of any conflict between the articles of incorporation and these By-Laws, the articles shall control; in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ADOPTED BY THE BOARD OF DIRECTORS, effective the _____ day of November, 2000.

Secretary